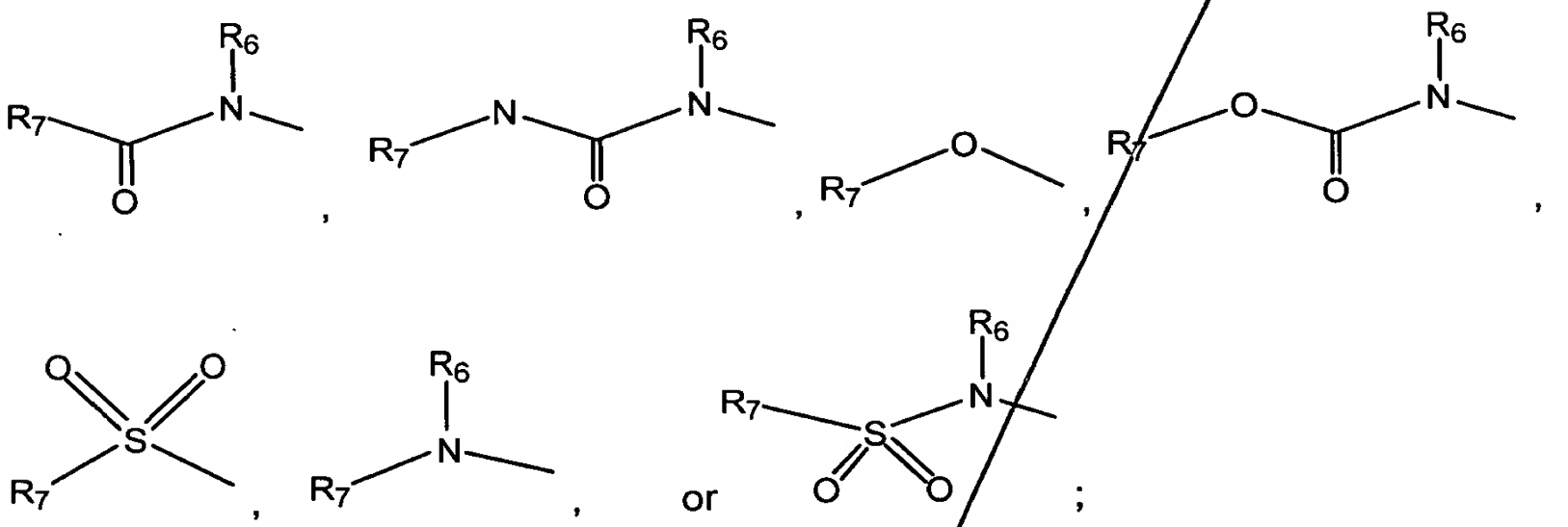
optionally substituted by from 1 to 3 substituents selected from halogen, C_1-C_6 alkyl, C_1-C_6 alkoxy, $-NO_2$, $-NH_2$, -CN, $-CF_3$, or -OH;

or a moiety of the formulae:



R_6 is selected from H, C_1-C_6 alkyl, C_1-C_6 alkoxy, $-C(O)CH_3$, phenyl, -O-phenyl, benzyl, -O-benzyl, the phenyl and benzyl rings of these groups being optionally substituted by from 1 to 3 substituents selected from halogen, C_1-C_6 alkyl, C_1-C_6 alkoxy, $-NO_2$, $-NH_2$, -CN, $-CF_3$, or -OH;

R_7 is selected from $-(CH_2)_n$-COOH, $-(CH_2)_n$-N-(C_1-C_6 alkyl)$_2$, $-(CH_2)_n$-NH-(C_1-C_6 alkyl), $-CF_3$, C_1-C_6 alkyl, C_3-C_5 cycloalkyl, C_1-C_6 alkoxy, -NH-(C_1-C_6 alkyl), -N-(C_1-C_6 alkyl)$_2$, pyridinyl, thienyl, furyl, pyrrolyl, quinolyl, $(CH_2)_n$phenyl, phenyl,-O-phenyl, benzyl, -O-benzyl, adamantyl, or morpholinyl, $-(CH_2)_n$-phenyl-O-phenyl, $-(CH_2)_n$-phenyl-CH_2-phenyl, $-(CH_2)_n$-O-phenyl-CH_2-phenyl, $-(CH_2)_n$-phenyl-(O-CH_2-phenyl)$_2$,the rings of these groups being optionally substituted by from 1 to 3 substituents selected from halogen, C_1-C_6 alkyl, C_1-C_6 alkoxy, $-NH_2$, $-NO_2$, $-CF_3$,CO_2H, or -OH;

R_2 is selected from H, halogen, $-CF_3$, -OH, $-C_1$-C_{10} alkyl, C_1-C_{10} alkoxy, -CHO, -CN, $-NO_2$, $-NH_2$, -NH-C_1-C_6 alkyl, -N(C_1-C_6 alkyl)$_2$, -N-SO_2-C_1-C_6 alkyl, or -SO_2-C_1-C_6 alkyl;

R_3 is selected from H, $-CF_3$, C_1-C_6 lower alkyl, C_1-C_6 lower alkoxy, C_3-C_{10} cycloalkyl, -C_1-C_6 alkyl, -C_3-C_{10} cycloalkyl, -CHO, halogen, $(CH_2)_nC(O)NH_2$ or a moiety of the formula – L^1-M^1:

L^1 indicates a linking or bridging group of the formulae $-(CH_2)_n$-, -S-, -O-,

-C(O)-, -$(CH_2)_n$-C(O)-, -$(CH_2)_n$-C(O)-$(CH_2)_n$-, -$(CH_2)_n$-O-$(CH_2)_n$-, or -$(CH_2)_n$-S-$(CH_2)_n$-, C(O)C(O)X, -$(CH_2)_n$-N-$(CH_2)_n$-;

M^1 is selected from the group consisting of:

a) H, C_1-C_6 lower alkyl, C_1-C_6 lower alkoxy, C_3-C_{10} cycloalkyl, phenyl, and benzyl, the cycloalkyl, phenyl and benzyl rings being optionally substituted by from 1 to 3 substituents selected from halogen, C_1-C_{10} alkyl, C_1-C_{10} alkoxy, -NO_2, -NH_2, -CN, and -CF_3, with the proviso that M^1 cannot be H when L^1 is -O-;

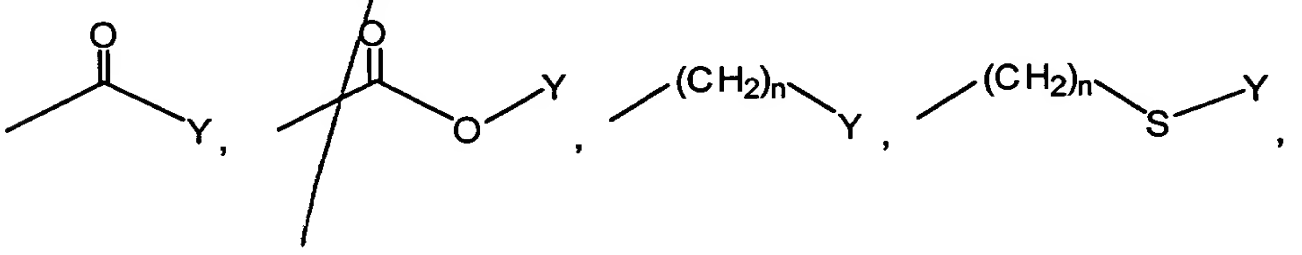
b) a five-membered heterocyclic ring containing one or two ring heteroatoms selected from N, S or O, the five-membered heterocyclic ring being optionally substituted by from 1 to 3 substituents selected from halogen, C_1-C_{10} alkyl, C_1-C_{10} alkoxy, -NO_2, -NH_2, -CN, or -CF_3;

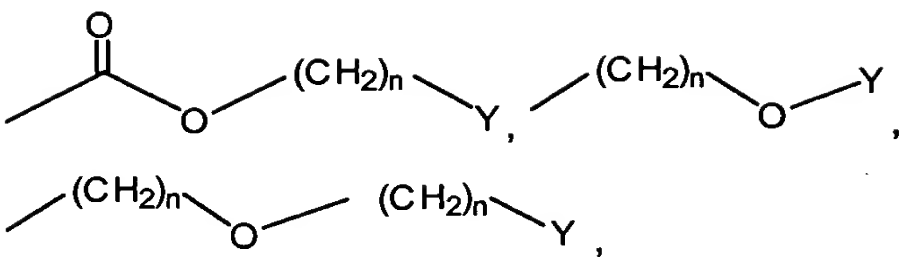
c) a six-membered heterocyclic ring containing one, two or three ring heteroatoms selected from N, S or O, the six-membered heterocyclic ring being optionally substituted by from 1 to 3 substituents selected from halogen, C_1-C_{10} alkyl, C_1-C_{10} alkoxy, -CHO, -NO_2, -NH_2, -CN, -CF_3 or -OH; and

d) a bicyclic ring moiety containing from 8 to 10 ring atoms and optionally containing from 1 to 3 ring heteroatoms selected from N, S or O, the bicyclic ring moiety being optionally substituted by from 1 to 3 substituents selected from halogen, C_1-C_{10} alkyl, C_1-C_{10} alkoxy, -CHO, -NO_2, -NH_2, -CN, -CF_3 or -OH;

R_4 is selected from the group of C_1-C_6 lower alkyl, C_1-C_6 lower alkoxy, -$(CH_2)_n$-C_3-C_6 cycloalkyl, -$(CH_2)_n$-S-$(CH_2)_n$-C_3-C_5 cycloalkyl, -$(CH_2)_n$-O-$(CH_2)_n$-C_3-C_5 cycloalkyl, or the groups of:

a) -$(CH_2)_n$-phenyl-O-phenyl, -$(CH_2)_n$-phenyl-CH_2-phenyl, -$(CH_2)_n$-O-phenyl-CH_2-phenyl, -$(CH_2)_n$-phenyl-(O-CH_2-phenyl)$_2$, or a moiety of the formulae:

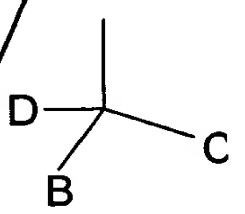





or

wherein n is independently selected in each appearance as an integer from 0 to 3, Y is C_3-C_5 cycloalkyl, phenyl, benzyl, napthyl, pyridinyl, quinolyl, furyl, thienyl or pyrrolyl; rings of these groups being optionally substituted by from 1 to 3 substituents selected from H, halogen, -CF_3, -OH, -C_1-C_6 alkyl, C_1-C_6 alkoxy, -NH_2, -NO_2 or a five membered heterocyclic ring containing one heteroatom selected from N, S, or O; or

b) a moiety of the formulae -$(CH_2)_n$-A, -$(CH_2)_n$-S-A, or -$(CH_2)_n$-O-A, wherein A is the moiety:

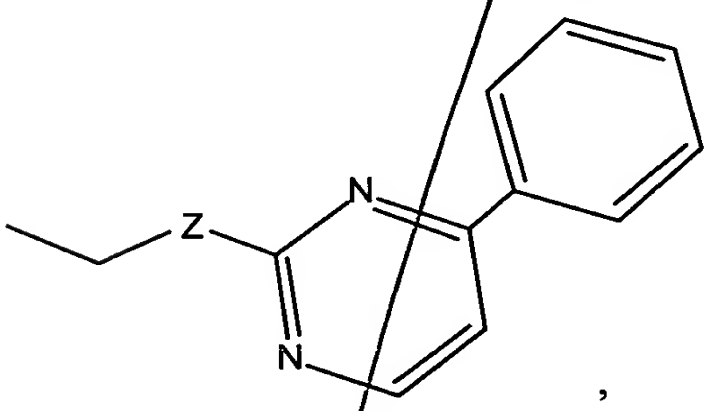
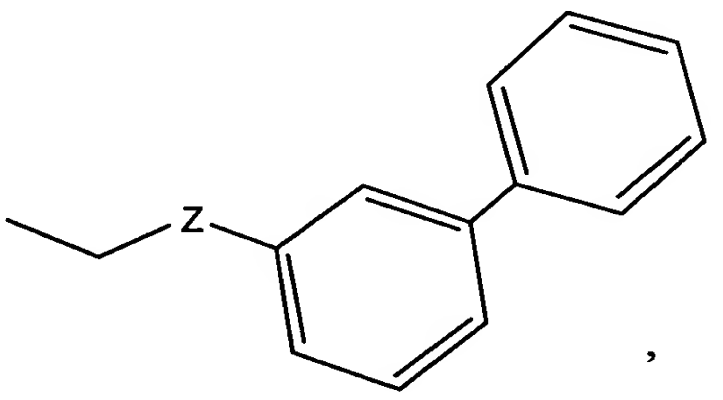


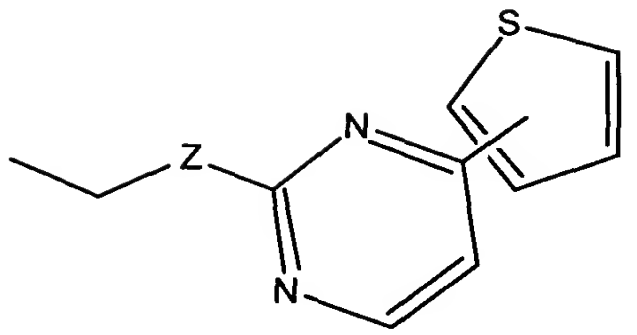
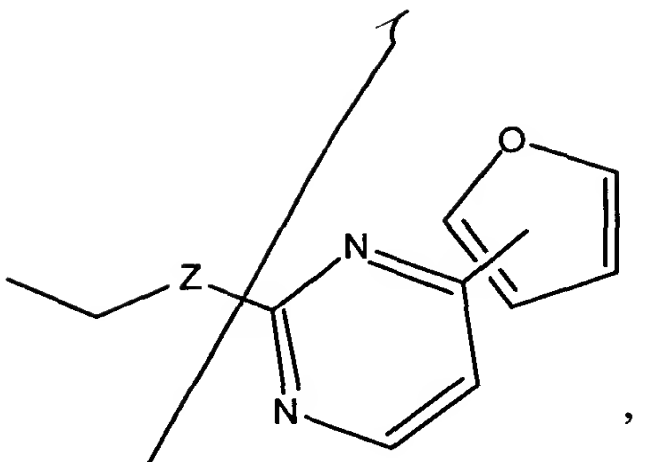
wherein

D is H, C_1-C_6 lower alkyl, C_1-C_6 lower alkoxy, or -CF_3;

B and C are independently selected from phenyl, pyridinyl, furyl, thienyl, pyrimidinyl or pyrrolyl groups, each optionally substituted by from 1 to 3, substituents selected from H, halogen, -CF_3, -OH, -C_1-C_6 alkyl, C_1-C_6 alkoxy, or -NO_2; or

c) a moiety of the formulae:


,

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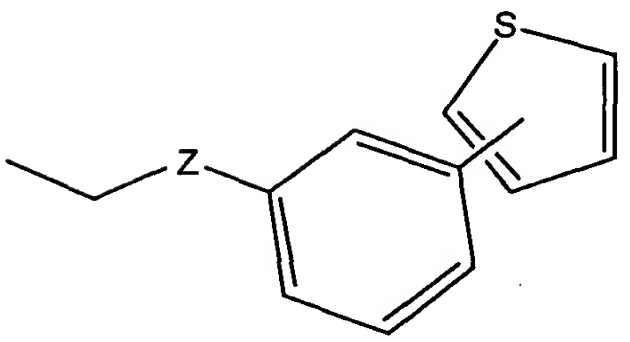
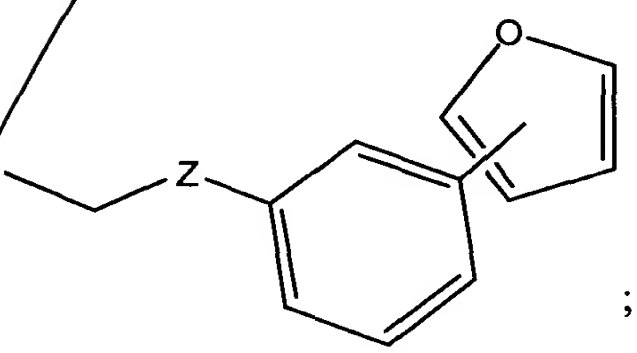

, or

;

wherein Z is O or S and the phenyl and pyrimidinyl rings of each moiety are optionally and independently substituted by from 1 to 3 substituents selected from halogen, $-CF_3$, -OH, $-C_1$-C_6 alkyl, C_1-C_6 alkoxy, $-NH_2$, or $-NO_2$; or

d) a moiety of the formula $-L^2-M^2$, wherein:

L^2 indicates a linking or bridging group of the formulae $-(CH_2)_n-$, -S-, -O-, $-SO_2-$, -C(O)-, $-(CH_2)_n-C(O)-$, $-(CH_2)_n-C(O)-(CH_2)_n-$, $-(CH_2)_n-O-(CH_2)_n-$, or $-(CH_2)_n-S-(CH_2)_n-$, -C(O)C(O)X;
where X = O, N

M^2 is selected from the group of C_1-C_6 lower alkyl, C_1-C_6 lower alkoxy, C_3-C_{10} cycloalkyl, phenyl or benzyl, the cycloalkyl, phenyl or benzyl rings being optionally substituted by from 1 to 3 substituents selected from halogen, C_1-C_{10} alkyl, C_1-C_{10} alkoxy, $-NO_2$, $-NH_2$, -CN, or $-CF_3$; or

i) a five-membered heterocyclic ring containing one or two ring heteroatoms selected from N, S or O, the five-membered heterocyclic ring being optionally substituted by from 1 to 3 substituents selected from halogen, C_1-C_{10} alkyl, C_1-C_{10} alkoxy, $-NO_2$, $-NH_2$, -CN, or $-CF_3$; or

ii) a six-membered heterocyclic ring containing one, two or three ring heteroatoms selected from N, S or O, the six-membered heterocyclic ring being optionally substituted by from 1 to 3 substituents selected from halogen, C_1-C_{10} alkyl, C_1-C_{10} alkoxy, -CHO, $-NO_2$, $-NH_2$, -CN, $-CF_3$ or -OH; or

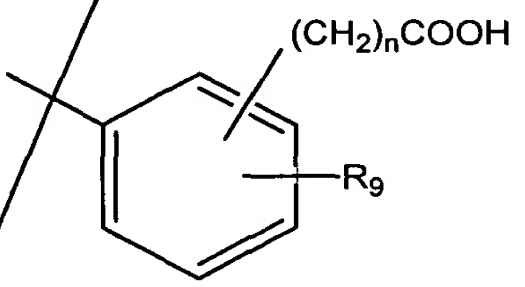
iii) a bicyclic ring moiety containing from 8 to 10 ring atoms and optionally containing from 1 to 3 ring heteroatoms selected from N, S or O, the bicyclic ring moiety being optionally substituted by from 1 to 3 substituents selected from halogen, C_1-C_{10} alkyl, C_1-C_{10} alkoxy, -CHO, $-NO_2$, $-NH_2$, -CN, $-CF_3$ or -OH;

n is an integer from 0 to 3;

R_5 is a moiety selected from the formulae $-L^3$-M^3

wherein L^3 is a bridging or linking moiety selected from a chemical bond, $-(CH_2)_n$-, -S-, -O-, $-SO_2$-, -C(O)-, $-(CH_2)_n$-C(O)-, $-(CH_2)_n$-C(O)-$(CH_2)_n$-, $-(CH_2)_n$-O-$(CH_2)_n$-,$-(CH_2)_n$-S-$(CH_2)_n$-, -C(Z)-N(R_6)-, -C(Z)-N(R_6)-$(CH_2)_n$-, -C(O)-C(Z)-N(R_6)-, -C(O)-C(Z)-N(R_6)-$(CH_2)_n$-, -C(Z)-NH-SO_2-, -C(Z)-NH-SO_2-$(CH_2)_n$-, $-(CH_2)_n$-S-$(CH_2)_n$-, $-(CH_2)_n$-SO-$(CH_2)_n$-, $-(CH_2)_n$-SO_2-$(CH_2)_n$-, or $-(CH_2)_n$-CH=CH-$(CH_2)_n$-O-;

M^3 is



and n is an integer from 0 to 3;

R_9 is selected from H, halogen, $-CF_3$, -OH, -COOH, $-(CH_2)_n$-COOH, $-(CH_2)_n$-C(O)-COOH, -C_1-C_6 alkyl, -O-C_1-C_6 alkyl, -NH(C_1-C_6 alkyl), or -N(C_1-C_6 alkyl)$_2$;

n is an integer from 0 to 3;

or a pharmaceutically acceptable salt thereof.

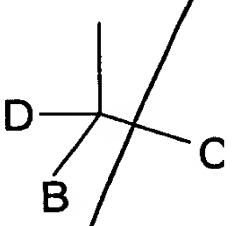
2 (Twice Amended). A compound of Claim 1 wherein:

R_1 and R_1, are independently selected from H, halogen, $-CF_3$, -OH, -C_1-C_{10} alkyl, -S-C_1-C_{10} alkyl, C_1-C_{10} alkoxy, -CN, $-NO_2$, $-NH_2$, -HN(C_1-C_6), -N(C_1-C_6)$_2$, phenyl, -O-phenyl, -S-

phenyl, benzyl, -O-benzyl, or -S-benzyl, the phenyl and benzyl rings of these groups being optionally substituted by from 1 to 3 substituents selected from halogen, C_1-C_6 alkyl, C_1-C_6 alkoxy, $-NO_2$, $-NH_2$, -CN, $-CF_3$, or -OH;

M^1 is selected from: H, C_1-C_6 lower alkyl, C_1-C_6 lower alkoxy, C_3-C_{10} cycloalkyl, phenyl and benzyl, the cycloalkyl, phenyl and benzyl rings being optionally substituted by from 1 to 3 substituents selected from halogen, C_1-C_{10} alkyl, C_1-C_{10} alkoxy, $-NO_2$, $-NH_2$, -CN, and $-CF_3$, with the proviso that M^1 cannot be H when L^1 is -O-;

R_4 is a moiety of the formulae $-(CH_2)_n$-A, $-(CH_2)_n$-S-A, or $-(CH_2)_n$-O-A, wherein A is the moiety:



wherein

D is H, C_1-C_6 lower alkyl, C_1-C_6 lower alkoxy, or $-CF_3$;

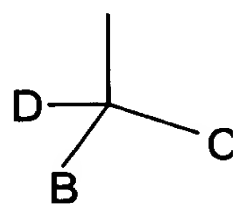
B and C are independently selected from phenyl, pyridinyl, furyl, thienyl, pyrimidinyl or pyrrolyl groups, each optionally substituted by from 1 to 3 substituents selected from H, halogen, $-CF_3$, -OH, -C_1-C_6 alkyl, C_1-C_6 alkoxy, or $-NO_2$;

or a pharmaceutically acceptable salt thereof.

4 (Twice Amended). A compound of Claim 1 wherein:

R_4 is selected from the group of C_1-C_6 lower alkyl, C_1-C_6 lower alkoxy, $-(CH_2)_n$-C_3-C_6 cycloalkyl, $-(CH_2)_n$-S-$(CH_2)_n$-C_3-C_5 cycloalkyl, $-(CH_2)_n$-O-$(CH_2)_n$-C_3-C_5 cycloalkyl, or the groups of:

a) a moiety of the formulae $-(CH_2)_n$-A, $-(CH_2)_n$-S-A, or $-(CH_2)_n$-O-A, wherein A is the moiety:



wherein

D is H, C_1-C_6 lower alkyl, C_1-C_6 lower alkoxy, or -CF_3;

B and C are independently selected from phenyl, pyridinyl, furyl, thienyl, pyrimidinyl or pyrrolyl groups, each optionally substituted by from 1 to 3, substituents selected from H, halogen, -CF_3, -OH, -C_1-C_6 alkyl, C_1-C_6 alkoxy, or -NO_2; or

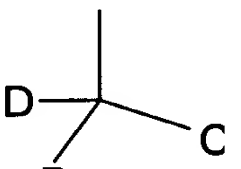
b) a moiety of the formula -L^2-M^2, wherein L^2 and M^2 are as defined in claim 1;

or a pharmaceutically acceptable salt thereof.

5 (Twice Amended). A compound of Claim 1 wherein:

$R_{1'}$ is H;

R_4 is selected from the group of C_1-C_6 lower alkyl, C_1-C_6 lower alkoxy, -$(CH_2)_n$-C_3-C_6 cycloalkyl, -$(CH_2)_n$-S-$(CH_2)_n$-C_3-C_5 cycloalkyl, -$(CH_2)_n$-O-$(CH_2)_n$-C_3-C_5 cycloalkyl, or a moiety of the formulae -$(CH_2)_n$-A, -$(CH_2)_n$-S-A, or -$(CH_2)_n$-O-A, wherein A is the moiety:



wherein

D is H, C_1-C_6 lower alkyl, C_1-C_6 lower alkoxy, or -CF_3;

B and C are independently selected from phenyl, pyridinyl, furyl, thienyl, pyrimidinyl or pyrrolyl groups, each optionally substituted by from 1 to 3, substituents selected from H, halogen, -CF_3, -OH, -C_1-C_6 alkyl, C_1-C_6 alkoxy, or -NO_2;

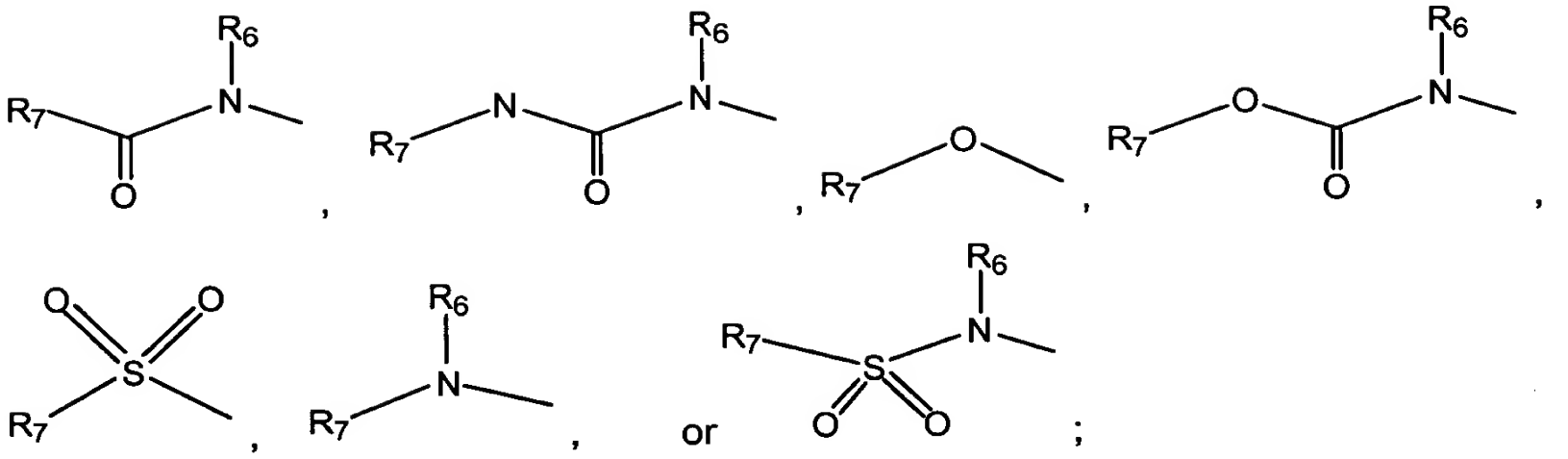
or a pharmaceutically acceptable salt thereof.

6 (Twice Amended). A compound of Claim 1 wherein:

R_1 is selected from H, halogen, -CF_3, -OH, -C_1-C_{10} alkyl, -S-C_1-C_{10} alkyl, C_1-C_{10} alkoxy, -CN, -NO_2, -NH_2, -HN(C_1-C_6), -N(C_1-C_6)$_2$, phenyl, -O-phenyl, -S-phenyl, benzyl, -O-benzyl, -S-benzyl, the phenyl and benzyl rings of these groups being optionally substituted by from 1 to 3 substituents selected from halogen, C_1-C_6 alkyl, C_1-C_6 alkoxy, -NO_2, -NH_2, -CN, -CF_3, or -OH;

or R_1 and $R_{1'}$ are independently a moiety of the formulae:

or a moiety of the formulae:



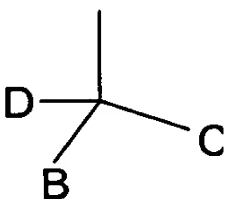
R_6 and R_7 are as defined in claim 1;

R_3 is selected from H, $-CF_3$, C_1-C_6 lower alkyl, C_1-C_6 lower alkoxy, C_3-C_{10} cycloalkyl, -C_1-C_6 alkyl, -C_3-C_{10} cycloalkyl, -CHO, halogen, $(CH_2)_nC(O)NH_2$ or a moiety of the formula – L^1-M^1:

L^1 indicates a linking or bridging group of the formulae $-(CH_2)_n-$, $-C(O)-$, $-(CH_2)_n-C(O)-$, $-(CH_2)_n-C(O)-(CH_2)_n-$, $-(CH_2)_n-O-(CH_2)_n-$, or $-(CH_2)_n-S-(CH_2)_n-$, $C(O)C(O)X$, $-(CH_2)_n-N-(CH_2)_n$;

M^1 is selected from H, the group of C_1-C_6 lower alkyl, C_1-C_6 lower alkoxy, C_3-C_{10} cycloalkyl, phenyl or benzyl, the cycloalkyl, phenyl or benzyl rings being optionally substituted by from 1 to 3 substituents selected from halogen, C_1-C_{10} alkyl, C_1-C_{10} alkoxy, -NO_2, $-NH_2$, -CN, or $-CF_3$;

R_4 is selected from the group of C_1-C_6 lower alkyl, C_1-C_6 lower alkoxy, $-(CH_2)_n-C_3$-C_6 cycloalkyl, $-(CH_2)_n-S-(CH_2)_n-C_3$-C_5 cycloalkyl, $-(CH_2)_n-O-(CH_2)_n-C_3$-C_5 cycloalkyl, or a moiety of the formulae $-(CH_2)_n-A$, $-(CH_2)_n-S-A$, or $-(CH_2)_n-O-A$, wherein A is the moiety:



wherein

D is H, C_1-C_6 lower alkyl, C_1-C_6 lower alkoxy, or $-CF_3$;